

**ARTICLES OF INCORPORATION  
OF  
BRYN MAR HOMEOWNERS' ASSOCIATION, INC.  
D/B/A BRYN MAR HOMEOWNERS' ASSOCIATION  
(A Texas Non-Profit corporation)**

The undersigned natural person of the age of eighteen (18) years or more and a citizen of the State of Texas, acting as incorporator of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") does hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I  
NAME**

The name of the Corporation is **Bryn Mar Homeowners' Association, Inc. d/b/a Bryn Mar Homeowners' Association.**

**ARTICLE II  
NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation.

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual.

**ARTICLE IV  
PURPOSES AND POWERS**

The purpose or purposes for which the Corporation is organized are to act as agent for the property owners of Bryn Mar, a residential subdivision of the City of Flower Mound, Denton County, Texas (the "Subdivision"), to be established pursuant to that certain Declaration of Covenants, Conditions and Restrictions for Bryn Mar, a residential subdivision in Denton County, Texas to be dated effective as of JULY, 1998 and to be filed for record in the Deed

Records of Denton County, Texas (the "Declaration") including any amendments or supplements thereto, and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

- a. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising pursuant to the Declaration, as amended from time to time, recorded or to be recorded in the Deed Records in the Office of the County Clerk of Denton County, Texas, the Declaration being incorporated herein by reference for all purposes;
- b. To enforce applicable provisions of the Declaration, Bylaws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property of this Corporation;
- c. To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and, as agent, pay all expenses in connection therewith and all office and other expenses including all licenses, taxes or governmental charges levied or imposed against the property of this Corporation and to make disbursements, expenditures and payments on behalf of the said property owners as required by the Declaration and the Bylaws of the Corporation; and to hold as agent for said property owners reserves for periodic repairs and capital improvements to be made as directed by the property owners acting through the Board of Directors of the Corporation;
- d. To borrow money and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the limitations stated in the Declaration;
- e. To provide general sanitation and cleanliness of common areas;
- f. To provide upkeep and maintenance of common areas and of building exteriors as provided in the Declaration;
- g. To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, use or to otherwise dispose of real or personal property in connection with the affairs of this Corporation subject to the limitations set forth in the Declaration;
- h. To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and

administration of the affairs of Bryn Mar in accordance with the Declaration; and

- i. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 12160 Abrams Road, Suite 509, Dallas, Texas 75243 and the name of its initial registered agent at such address is William H. Rogers, III.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation but shall not be less than two (2). The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who constitute the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William H. Rogers III	12160 Abrams Road, Suite 509 Dallas, Texas 75243
Michael Ruff	8144 Walnut Hill Lane, Suite 172 Dallas, Texas 75231

**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the incorporator is:

**NAME**

**ADDRESS**

Peter L. Cantrell

12160 Abrams Rd.  
Suite 509, LB-30  
Dallas, Texas 75243

**ARTICLE VIII**  
**MEMBERSHIP**

The qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Members are set out in the Declaration. Each and every Owner of a Lot within the Subdivision shall automatically become, and must remain, a Member in good standing of the Corporation during such Owner's period of ownership of such Lot or portion thereof. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom.

A Member of the Corporation shall be considered to be a Member in good standing and eligible to vote if such Member:

- a. has, not less than seven (7) days prior to the taking of any vote by the Corporation, fully paid all assessments or other charges levied by the Corporation then due and payable, as such assessments or charges are provided for in the Declaration;
- b. does not have a lien filed by the Corporation against its Lot; and
- c. has discharged other obligations to the Corporation as may be required of Members hereunder.

The Board shall have sole responsibility and authority for determining the good standing status of any Member at any time and shall make such determination with respect to all Members prior to a vote being taken by the Corporation on any matter. The Board shall have the right and authority, in its sole discretion, to waive the seven (7) days prior payment requirement established herein and require only that such payment be made at any time before any such vote is taken if the Board shall determine, in its own judgment, that extenuating circumstances exist which have prevented a particular Member from meeting any or all of the three requirements

stated herein at or before seven (7) days in advance of any vote. Any Member not conforming with the provisions of this Article shall be declared by the Board to be not a Member in good standing and unless the time requirement hereunder is specifically waived by the Board in writing prior to any matters before the Corporation until such time as Member in good standing status is attained and so declared by the Board.

The Corporation shall have two (2) classes of voting membership:

- a. Class A Members shall be all Members with the exception of the Declarant and each Member shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person or entity holds such interest in any Lot, all such persons shall be Members and the vote for such Lot shall be exercised as they, among themselves, determine but, in no event shall more than one vote be cast with respect to such Lot.
- b. Class B Members shall consist solely of the Declarant. The Class B Member shall be entitled to four (4) votes for each Lot in which it holds the interest required for membership. At such time as the Class A Members become the owners of 75% of the Lots in the Subdivision, the Class B Member shall be entitled to one (1) vote for each Lot in which it holds the interest required for Membership.

Voting, quorum and notice requirements and the assignability of voting rights shall be as set forth in the Declaration or the Bylaws of the Corporation.

The membership of a person or entity in the Corporation shall terminate automatically whenever such person or entity ceases to be an Owner, except that such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with the Corporation or the Declaration during the period of ownership, nor impair any rights or remedies which the Corporation or any other Owner has with regard to such former owner.

The term "Owner", "Member", "Board", "Declarant", "Supplemental Declaration" and any other term as used herein which appears and is defined in the Declaration shall have the same meaning as set forth in the Declaration.

## **ARTICLE IX** **DISSOLUTION**

The Corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV; and no part of its property whether income or principal, shall ever inure to the benefit of any Director, officer or employee of the Corporation, or of any

individual having a personal or private interest in the activities of the Corporation nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes.

**ARTICLE X**  
**AFFAIRS**

The affairs of the Corporation shall be managed by the Board of Directors and voting of the membership and/or of the Board of Directors shall be as stated in the Declaration or the Bylaws of the Corporation.

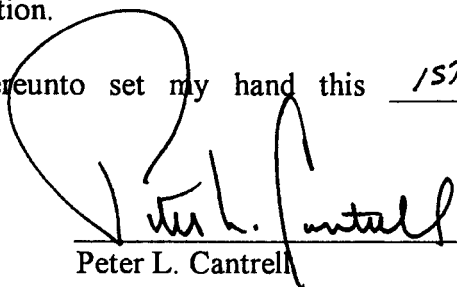
**ARTICLE XI**  
**ACT OF OMISSION**

A Director is not liable to the Corporation or Members for monetary damages for an act or omission in the Director's capacity as a Director except to the extent otherwise provided by a statute of the State of Texas

**ARTICLE XII**  
**LITIGATION**

The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provision in the Act governing indemnification, As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify Directors, officers, Members or others related to the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15<sup>th</sup> day of JULY, 1998.

  
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Peter L. Cantrell